

Friday 24 August 2021

Australian Clinical Labs Limited - 2021 Annual General Meeting

The following announcements to the market are provided:

- ✓ AGM Notice of Meeting
- ✓ Proxy Form
- ✓ Shareholder Question Form
- ✓ Online Guide from Link Market Services

Australian Clinical Labs Limited 2021 Annual Report (including the 2021 Corporate Governance Statement)

Appendix 4G

– ENDS –

This announcement was authorised for release to ASX by the Board of ACL. For further information regarding this announcement, please contact:

Investors

Davina Gunn
Investor Relations
Email:
investors@clinicallabs.com.au
Phone: +61 (0) 400 896 809

Company Secretary

Eleanor Padman
Company Secretary
Email:
epadman@padmanadvisory.com.au
Phone: +61 (0) 422 002 918

About Australian Clinical Labs

ACL is a leading Australian private provider of pathology services. Our 86 NATA accredited laboratories perform a diverse range of pathology tests each year for a range of clients including doctors, specialists, patients, hospitals and corporate clients. ACL is one of the largest private hospital pathology businesses nationally. ACL is focused on its mission of combining talented people, and medical and scientific leadership, with innovative thinking and technologies to empower decision making that saves and improves patients' lives.

NOTICE OF ANNUAL GENERAL MEETING 2021

On Wednesday, 27 October 2021 at 10am AEDT

Dear Shareholders

It is my pleasure to invite you to attend the 2021 annual general meeting (**AGM**) of Australian Clinical Labs Limited (**ACL** or **Company**), to be held online as a virtual meeting on Wednesday, 27 October 2021 at 10am AEDT. This will be the Company's first AGM following its admission to the ASX on 14 May 2021.

Due to ongoing public health concerns associated with COVID-19, as well as travel restrictions and government requirements for social distancing, the Board has determined that the AGM will be held as a virtual meeting online. This means that there will not be a physical venue for Shareholders to attend in person. Instead, the AGM will be webcast and Shareholders and their proxies, corporate representatives and attorneys will be able to attend and participate virtually through the AGM Online Platform. Full details of how to join the meeting virtually are contained in the Online Platform Guide which has been lodged with ASX and posted on ACL's website at <https://investors.clinicallabs.com.au/> Registration will be online and will commence at 9.30am AEDT on Wednesday, 27 October 2021 at <https://agmlive.link/acl2021>

The items for consideration at this year's AGM are:

1. The consideration of ACL's financial statements and statutory reports for the financial year ended 30 June 2021;
2. The adoption of ACL's Remuneration Report for the financial year ended 30 June 2021;
3. The re-election of Mr Michael Alscher as a non-executive Director;
4. The re-election of Mr Nathaniel Thomson as a non-executive Director;
5. The appointment of Pitcher Partners as external auditor to ACL; and
6. The approval of ACL's LTVR Plan.

The Board recommends that Shareholders vote in favour of all items of business.

If you are unable to attend the AGM online through the AGM Online Platform, you may (and are encouraged to) appoint a proxy to attend and vote on your behalf. Proxy appointments must be received by no later than 10am AEDT on Monday, 25 October 2021. Proxy appointments can be made either via our share registry – www.linkmarketservices.com.au – or by following the instructions contained in the Notice of Meeting.

Even if you plan to attend the AGM online, you may wish to submit a directed proxy vote so that your vote will be counted if for any reason you cannot attend (for example, if you have difficulties with your internet connection on the day of the meeting).

We also invite you to submit questions to the Company or auditor in advance of the meeting through our share registry – www.linkmarketservices.com.au – or by emailing us at investors@clinicallabs.com.au Questions must be received by no later than 5pm AEDT on Wednesday, 20 October 2021.

I look forward to welcoming you to the AGM.



Michael Alscher
Chair
24 September 2021

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 1st Annual General Meeting of Australian Clinical Labs Limited will be held on:

Date: Wednesday, 27 October 2021

Time: 10am AEDT

Place: To be held online (as a virtual annual general meeting)

Webcast: Shareholders and their proxyholders, corporate representatives and attorneys can register, view and participate in the meeting at <https://agmlive.link/acl2021>. Online registration will open at 9:30am AEDT. Further information on how to join the meeting virtually are set out in the Online Platform Guide which is available at <https://investors.clinicallabs.com.au/>

Words that are defined in the Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide, otherwise.

Ordinary Business

Financial statements and reports

To receive and consider the financial statements, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2021.

Note: No resolution is required for this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report of the Company for the financial year ended 30 June 2021 as disclosed in the Directors' Report be adopted."

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

Voting exclusion for Resolution 1:

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the KMP, whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- (b) as proxy by any person who is a member of the KMP as at the time Resolution 1 is voted on at the meeting or a Closely Related Party of such a member,

unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

- (a) in accordance with the express direction of the appointer; or
- (b) by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2: Re-election of Mr Michael Alscher as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Michael Alscher, retiring as a Director of the Company in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company’s constitution and who has consented to stand for re-election (and being eligible), be re-elected as a Director of the Company in accordance with rule 6.1(i) of the Company’s constitution.”

Resolution 3: Re-election of Mr Nathaniel Thomson as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Nathaniel Thomson, retiring as a Director of the Company in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company’s constitution and who has consented to stand for re-election (and being eligible), be re-elected as a Director of the Company in accordance with rule 6.1(i) of the Company’s constitution.”

Resolution 4: Appointment of Pitcher Partners as auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, in accordance with section 327B(1) of the Corporations Act and for all other purposes, Pitcher Partners of Level 13, 664 Collins Street, Docklands VIC 3008, having been nominated by a Shareholder and being qualified and having given its consent in writing to act as auditor, pursuant to section 328A(1) of the Corporations Act, be appointed as the auditor to the Company to hold office from the conclusion of this AGM until it resigns or is removed from the office of auditor of the Company and, that pursuant to section 331 of the Corporations Act, Pitcher Partners be paid such remuneration as may be agreed between the auditor and the Board.”

Resolution 5: Approval of LTVR Plan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given to maintain the Company’s LTVR Plan on the terms and conditions described in the explanatory memorandum accompanying this Notice of Meeting and for the issue of securities pursuant to the LTVR Plan as an exception to ASX Listing Rule 7.1.”

Voting exclusion for Resolution 5:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the LTVR Plan or an Associate of those persons; or
- (b) a member of the KMP as at the time Resolution 5 is voted on at the AGM or a Closely Related Party of such a member.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is otherwise entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is otherwise entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides (even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP); or
- (c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 5; and
 - the Shareholder votes on Resolution 5 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

By order of the Board



Eleanor Padman
Company Secretary
Australian Clinical Labs Limited

Dated: 24 September 2021

INFORMATION FOR SHAREHOLDERS

Who may vote?	<p>In accordance with regulation 7.11.37 of the <i>Corporations Regulations 2001</i> (Cth), the Company has determined that persons whose names are set out in the register of shareholders of the Company as at 7pm AEDT on 25 October 2021 are entitled to vote at the AGM (subject to the applicable voting exclusions set out above).</p>
How will voting be conducted?	<p>In accordance with the <i>Treasury Laws Amendment (2021 Measures No. 1) Act 2021</i> (Cth), the Chair will put all Resolutions to a poll at the AGM. Voting results on the Resolutions that are put to the meeting (including by proxy votes) will be announced to the ASX as soon as practicable following the conclusion of the AGM.</p>
How can I vote at the meeting?	<p>Shareholders can vote at the meeting by:</p> <ul style="list-style-type: none">• casting a live vote during the meeting (through the AGM Online Platform); or• by appointing a proxy (see below). <p>Shareholders or their attorneys wishing to vote in person should attend the meeting (via the AGM Online Platform) and can vote through the AGM Online Platform.</p>
How do I appoint a proxy?	<p>A Shareholder who is entitled to vote at the meeting has a right to appoint up to two proxies to attend and vote for the Shareholder at the AGM. A proxy need not be a Shareholder. A proxy may be an individual or a body corporate.</p> <p>Where a Shareholder appoints two proxies, the appointment should specify the proportion or number of votes which each proxy may exercise. Fractions of votes will be disregarded. If the appointment does not specify the proportion or number of the Shareholders' votes each proxy may exercise, then each proxy may exercise half those votes.</p> <p>A proxy may decide whether or not to vote on any proposed resolution, except where required by law or the Company's constitution to vote, or abstain from voting, in his or her capacity as proxy. If the Shareholder appointing the proxy:</p> <ul style="list-style-type: none">• directs the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution only in the way directed; or• does not direct the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution as the proxy thinks fit, subject to any voting exclusions that apply to the proxy; or• directs the proxy to abstain, the proxy must not vote on the Shareholder's behalf and any vote will not be counted.

If you appoint someone as a proxy (other than the Chair) and direct them how to vote, the Chair of the AGM must cast those votes on your behalf on a poll in accordance with your directions if your proxy does not do so.

If you appoint the Chair of the AGM as your proxy (or if he is appointed by default) and no direction is provided in relation to a resolution, you will be expressly authorising the Chair to exercise your proxy as the Chair sees fit in relation to that resolution even if the resolution is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint a Director (other than the Chair) or another member of the Company's KMP or their Closely Related Parties as your proxy, you must specify how they should vote on Resolutions 1 and 5 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not, your proxy will not be able to exercise your vote for Resolutions 1 and 5.

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the voting exclusions described above. In exceptional circumstances, the Chair's intentions may change. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an immediate announcement to ASX stating that fact and explaining the reasons for the change.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.

How do I appoint/lodge a proxy?

To be valid, a proxy form must be correctly completed and received, either online, by post or fax or hand delivery (as per the details below), by 10am AEDT on Monday, 25 October 2021, including any power of attorney or other authority under which it is signed. Any proxy form received after this time will not be valid.

Proxies may be lodged as follows with the Company's share registry by:

- post or facsimile – completed proxy forms may be posted to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 or sent by facsimile to +61 2 9287 0309;
- hand delivery at Link Market Services Limited, Level 12, 680 George Street Sydney NSW 2000 during business hours Monday to Friday (9:00am to 5:00pm) and subject to public health orders and restrictions; or
- lodging the proxy appointment online at www.linkmarketservices.com.au. To use this service, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), or you can access the service using your postcode and the personalised link sent to you by email if you have registered for electronic communications from the Company; or

Given changes to Australia Post's services which may see mail take longer to arrive as a result of the COVID-19 pandemic, the Company suggests that you allow additional time if you decide to send your completed proxy form by post.

How do I appoint a corporate representative?

A Shareholder who is a body corporate and who is entitled to vote at the AGM, or a proxy who is a body corporate and who is appointed by a Shareholder who is entitled to vote at the AGM, may appoint a person to act as its representative at the AGM. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

Body corporate representatives should lodge this documentation with the Company's share registry by no later than 10am AEDT on 25 October 2021, unless it has been previously given to the Company.

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- obtain an appointment of corporate representative form from Link Market Services; and
- complete and send the form in accordance with the instructions on the form.

I hold my Shares jointly with another person. Are we both entitled to vote?

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

How can I ask a question at the AGM?

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions about or to make comments upon the management of the Company including the Remuneration Report and the Resolutions at the meeting via the AGM Online Platform or a dedicated telephone facility.

Shareholders will have the opportunity to ask questions at the Meeting via the online portal at <https://agmlive.link/VEAGM21>. More detailed information on how to ask questions during the meeting is provided in the Online Platform Guide available online at <https://investors.clinicallabs.com.au/>

A telephone facility will also be available for Shareholders (or their proxy, attorney or corporate representative) who prefer to ask questions verbally. To ask questions during the AGM using the telephone facility, Shareholders can phone 1800 718 543, or +61 2 9189 2005 (outside Australia), and use their unique personal identification number (PIN). The unique PIN is required for verification purposes and may be obtained by contacting Link Market Services Limited on 1800 990 363, or +61 1800 990 363 (outside Australia) by 3:00pm (AEDT) on Saturday, 9 October 2021. For further information, refer to the Online Platform Guide available online at

<https://investors.clinicallabs.com.au/>

The Company strongly encourages Shareholders to submit written questions in advance of the AGM. To submit a written question, please email the Company at investors@clinicallabs.com.au

Alternatively, questions may be submitted by Shareholders logging into their account at www.linkmarketservices.com.au or by completing the question form provided to Shareholders with this Notice of Meeting.

Questions must be received by no later than 5pm AEDT on Wednesday, 20 October 2021. Questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice and the explanatory memorandum.

Questions that are relevant to:

- the contents of the Auditor's Report; or
- the conduct of the audit of the Company's financial report,

may be addressed to the Company's auditor, Pitcher Partners.

Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of Pitcher Partners, the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

How I participate virtually?

Shareholders and proxyholders can watch, ask questions, make comments and vote in real time during the AGM (for those who are entitled to do so) through the AGM Online Platform at <https://agmlive.link/acl2021>. Registration for attendance at the meeting will be online via the AGM Online Platform and will commence on 27 October 2021 at 9:30am AEDT for those accessing the AGM Online Platform. To register, Shareholders will need their shareholder number and postcode.

Proxyholders will need their proxy number which will be provided by Link Market Services following lodgement of the proxy appointment and no later than 24 hours prior to the meeting.

We recommend that you register at least 30 minutes before the AGM and test to see that the AGM Online Platform works on your device before the commencement of the meeting.

Further information can be found in the Online Platform Guide which is available at <https://investors.clinicallabs.com.au/>.

What happens if there are technical difficulties?

Significant planning and testing has been undertaken and the online technology being used by the Company has been successfully used by other companies. However, unforeseen technical difficulties may still arise during the course of the AGM.

The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

As previously noted, Shareholders are encouraged to lodge a proxy by 10am AEDT on Monday, 25 October 2021 even if they plan to attend the meeting online via the AGM Online Platform.

What if there are changes to the meeting?

Due to the ongoing uncertainty of the COVID-19 pandemic, ACL may be required to make changes to the arrangements for the meeting at short notice (for example, if further restrictions on movements are imposed). ACL will keep Shareholders informed if this becomes necessary and details will be made available at <https://investors.clinicallabs.com.au/>, with any changes also notified by an ASX release.

EXPLANATORY MEMORANDUM

This explanatory memorandum accompanies and forms part of, and should be read together with, the Notice.

Financial statements and reports

The financial report (which includes the financial statements), the Directors' Report and the Auditor's Report for the financial year ended 30 June 2021 will be put before the AGM, as required by section 317 of the Corporations Act. The Corporations Act does not require a formal resolution of Shareholders on these reports.

These reports are contained in the Annual Report, which is available on the Company's website at <https://investors.clinicallabs.com.au/>. During this item of business, Shareholders will be given a reasonable opportunity to ask questions about, and to make comments on, those reports and the business and management of the Company.

Shareholders will also be given an opportunity to ask a representative of the Company's auditor, Pitcher Partners, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial reports and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires publicly listed companies to put a resolution to shareholders to adopt the company's remuneration report for the relevant financial year.

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report provides information relating to the details of the remuneration paid to KMP and Directors for the financial year ended 30 June 2021, the Company's remuneration policy and the relationship between remuneration and the Company's performance, including information about performance measures applicable to variable incentives.

A copy of the Remuneration Report, which sets out remuneration arrangements for ACL can be found in the Company's Annual Report.

The Company's approach to remuneration was explained in the letter prefacing the Remuneration Report from the Chair of the Remuneration and Nomination Committee as follows:

"ACL is fortunate to have personnel with extraordinary experience in many facets of pathology and health systems. Our goal is to ensure remuneration meets or exceeds our competitors and correctly recognises the efforts of our people in our collective drive to grow and expand your business.

Your Board has been in the process of implementing a remuneration framework appropriate for a listed company, to provide a clear line of sight between Company performance and remuneration outcomes, in addition to creating a strong alignment between the interests of directors, employees and shareholders. I welcome feedback on this report as an input into our considerations for FY22.

Some of the structures outlined in this report will not be evident for some time as the measurement periods for the first grant of Long Term Variable Remuneration (LTVR) will not conclude until the end of FY23.

While some key executives hold shares under a legacy (pre-listing) Management Equity Plan (MEP), a minimum of 60% of these shares remain in escrow which are subject to a service condition only.

In addition to this, a STVR plan was in place. Whilst the MEP creates some long-term alignment with executive remuneration and the experience of shareholders, the Company intends to transition over time to a combination of short-medium and long-term remuneration components more suitable to operating in a listed environment and to align it with market practice of comparable peers.”

Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company. However, the Company values its Shareholders’ feedback in respect of this resolution and will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

In accordance with the Corporations Act, if 25% or more of the eligible votes cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting of Shareholders be held within 90 days at which all of the Company’s Directors (other than the Managing Director and the Chief Executive Officer) who were in office at the date of issue of the relevant second consecutive remuneration report must be put up for re-election.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

Noting that each Director has a personal interest in his/her own remuneration from the Company, the Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Mr Michael Alscher as a Director

Mr Michael Alscher was appointed as a non-executive Director of ACL on 19 December 2020 and, being the longest serving Director together with Mr Nathaniel Thomson, retires at this meeting in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company’s constitution. Being eligible, Mr Alscher stands for re-election under rule 6.1(i) of the Company’s constitution.

The proposed re-election of Mr Alscher and Mr Thomson (see Resolution 3 below) satisfies the Company’s obligations relating to the election of Directors at an AGM under ASX Listing Rule 14.5 and ACL’s constitution.

Mr Alscher has been the Chair of ACL prior to it becoming a publicly listed company and since its acquisition by Crescent Capital Partners in 2015. Whilst the Board does not consider him to be independent due to Crescent Capital Partners remaining a substantial Shareholder, the Board values Mr Alscher’s expertise and deep knowledge of the Company and believes this provides considerable value to all Shareholders.

Mr Alscher is the Managing Partner and founder of Crescent Capital Partners, a leading Australian private equity investment firm, specialising in high growth companies and certain industry sections such as healthcare. Prior to founding Crescent Capital Partners in 2000, Mr Alscher was a strategy consultant at Bain International and LEK Partnership as well as holding several senior operating roles. Mr Alscher holds a Bachelor of Commerce (Finance and Mathematics) Degree from the University of New South Wales.

Mr Alscher is the current Chair of Cardno Limited, National Dental Care Limited, National Home Doctor Service Pty Ltd and is a non-executive director of Clearview Wealth Limited. Mr Alscher's former directorships include Chair of Cover-More Group Limited, LifeHealthcare Group Limited and Metro Performance Glass Limited.

The Board (with Mr Alscher abstaining) unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Mr Nathaniel Thomson as a Director

Mr Nathaniel Thomson has been a non-executive Director of ACL since 19 December 2020 and, being the longest serving Director together with Mr Michael Alscher, retires at this meeting in accordance with rules 6.1(f)(i)(A) and 6.1(g) of the Company's constitution. Being eligible, Mr Thomson stands for re-election under rule 6.1(i) of the Company's constitution.

Mr Thomson is a Partner at Crescent Capital Partners, a leading Australian private equity investment firm. Mr Thomson has over 20 years of experience in strategy consulting, private equity and investment banking. He has significant consulting experience from his prior role at McKinsey & Co. Mr Thomson is not considered to be an independent Director due to Crescent Capital Partners remaining a substantial Shareholder of the Company. Mr Thomson has been a director of ACL since prior to it becoming a publicly listed company, having been first appointed in 2018. Whilst the Board does not consider him to be independent due to Crescent Capital Partners remaining a substantial Shareholder, the Board values Mr Thomson's skill set and expertise and believes this provides considerable value to all Shareholders.

Mr Thomson is a director of Cardno Limited, National Dental Care Limited, National Home Doctor Service Pty Ltd and Clearview Wealth Limited. Mr Thomson's former directorships include Deputy Chair of Cover-More Group Limited and Metro Performance Glass Limited.

Mr Thomson holds a Bachelor of Commerce Degree and a Bachelor of Laws Degree from the University of Western Australia.

The Board (with Mr Thomson abstaining) unanimously recommends that Shareholders vote in favour of Resolution 3.

Resolution 4: Appointment of Pitcher Partners as auditor

Pitcher Partners were appointed by the Board to act as auditor of the Company in accordance with section 327A(1) of the Corporations Act. Section 327A(2) of the Corporations Act provides that Pitcher Partners will hold office as auditor until the Company's AGM (being ACL's first AGM as an ASX-listed company). The purpose of this resolution is to seek Shareholder approval for the ongoing appointment of Pitcher Partners as auditor under section 327B(1) of the Corporations Act.

Pitcher Partners was appointed by the Board on the basis of its expertise, independence and competitive fees. Pitcher Partners is a registered company auditor, has had extensive previous experience in conducting audits of public listed companies, and is a well-known and respected firm.

In accordance with section 328B of the Corporations Act, a written notice nominating Pitcher Partners as the Company's auditor has been given to the Company by Crescent Capital Partners, a substantial Shareholder of the Company. A copy of the notice of nomination is included with this Notice of Meeting at Annexure A. Pitcher Partners has provided to the Company, and has not withdrawn as at the date of this Notice, its written consent to act as auditor to the Company, pursuant to section 328A(1) of the Corporations Act.

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 5: Approval of LTVR Plan

The purpose of Resolution 5 is to seek Shareholder approval to maintain the Company's LTVR Plan to provide ongoing incentives to assist in the motivation, retention and reward of eligible employees. If this Resolution is passed, the LTVR Plan will enable the Company to issue Performance Rights and/or share appreciation rights (collectively, **Rights**) from time to time to eligible employees as part of a performance-based incentive program (which will be subject to vesting conditions set by the Board), as an exception to ASX Listing Rule 7.1.

The Board has the discretion to determine which employees are eligible to participate in the LTVR Plan and the number of Rights they will be offered.

The Company wishes to exempt issues of securities under the LTVR Plan from contributing towards the rolling annual limit of 15% of equity securities prescribed by ASX Listing Rule 7.1 (i.e. the 15% placement capacity). This limit otherwise applies to all new issues of equity securities made without Shareholder approval.

The purpose of the LTVR Plan is to align the interests of employees with the interests of Shareholders by providing an opportunity for employees to receive an equity interest in the Company.

Resolution 5 seeks Shareholders' approval for the adoption of the LTVR Plan for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) as an exception to ASX Listing Rule 7.1 (whereby Shareholders may approve in advance the issue of securities made under the LTVR Plan as an exception to the limit under Listing Rule 7.1).

The LTVR Plan will operate in accordance with ASIC class order CO 14/1000 (**Class Order**).

In accordance with ASX Listing Rule 7.2 (Exception 13), the number of Rights issued under the LTVR Plan since ACL was listed on the ASX on 14 May 2021 is 908,557 Rights. As at the date of this Notice, the Company proposes that the maximum number of Rights to be granted under the LTVR Plan within the three year period following approval of this resolution will not exceed 5% of the Shares on issue as at 3 September 2021, being 10,091,700 Rights.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without the approval of shareholders.

ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that an issue of securities under an employee incentive scheme are exempt from Listing Rule 7.1 for a period of three years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue Rights under the LTVR Plan to eligible participants over a period of three years from the date of the resolution without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period. If Resolution 5 is not passed, any Rights issued under the LTVR Plan to eligible participants may impact the Company's ability to issue ordinary securities for other purposes.

A summary of the key terms and conditions of the LTVR Plan is set out below.

Term	Description
Eligibility	The Board has the discretion to determine which employees are eligible to participate in the LTVR Plan, and the number of Rights they will be offered.
Rights	The Rights that may be offered under the LTVR Plan consist of Performance Rights for all participants and SARs for the Chief Executive Officer, Chief Financial Officer and other members of the key management team. The Board may, at its discretion, vary, reduce or waive any vesting conditions and/ or exercise conditions attached to Rights at any time, subject to applicable law.
Acquisition price	The grant of Rights under the LTVR Plan are not subject to the payment of an acquisition price by the participant.
Exercise price	The exercise price will be set out in the individual invitations and may be settled by a deduction from the Share Price at the time of the issue of the Shares.
Shares as a Right or on vesting of a Right	<p>Shares granted under the LTVR Plan or issued or transferred on the exercise of Rights will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.</p> <p>Depending on the terms of a Right, Shares may be subject to disposal restrictions.</p>
Vesting and exercise of Options and Rights	<p>Rights will vest and become exercisable in accordance with the vesting and exercise conditions in the individual terms of grant unless these conditions are waived by the Board.</p> <p>Following the valid exercise of a Right, the Company will issue or arrange the transfer of such number of Shares to the Participant. Alternatively, the Board may determine to make a cash payment in lieu of the issue or transfer of Shares.</p>
Expiry of Options and Rights	Rights which have not been exercised by the date five years from the date of grant of the Rights, or such other date determined by the Board and specified in the invitation, will lapse unless the Board determines otherwise.
Forfeiture/lapse of Rights	<p>In various circumstances unvested Rights should be forfeited, subject to Board discretion, including:</p> <ul style="list-style-type: none"> • fraud, defalcation and gross misconduct; • if a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board; • if the Board determines that a Participant or Participants took actions that caused harm or are expected to cause harm to the Company's stakeholders; • if the Board forms the view that a Participant or Participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company; • if the Board forms the view that Participants have exposed employees, the broader community or the environment to excessive risks, including risks to health and safety; • if a Participant joins a competitor (unless otherwise determined by the

Board); and

- if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of Rights previously vested than should have, in light of the corrected information.

Dividend and voting entitlements	Rights do not carry dividend or voting entitlements. Shares and restricted shares received following exercise of a Right will be Shares that carry dividend and voting entitlements.
Restrictions	Rights may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of, unless required by law.
Quotation	Participants must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any unvested Rights. Rights, except Shares, will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the LTVR Plan, in accordance with the Listing Rules.
Cessation of employment	<p>In the event of a cessation of employment during a measurement period any unvested Rights will be forfeited in full.</p> <p>Vested Rights held following termination of employment must be exercised within 21 days of the latest date when no unvested Rights are held by the Participant.</p>
Malus and clawback	<p>In various circumstances, unvested Rights should be forfeited, subject to Board discretion, including:</p> <ul style="list-style-type: none">• fraud, defalcation and gross misconduct;• if a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board;• if the Board determines that a Participant or Participants took actions that caused harm or are expected to cause harm to the Company's stakeholders;• if the Board forms the view that a Participant or Participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company,• if the Board forms the view that Participants have exposed employees, the broader community or the environment to excessive risks, including risks to health and safety;• if a Participant joins a competitor (unless otherwise determined by the Board); and• if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of Rights previously vested than should have, in light of the corrected information.

Change of control In the event of a change of control, unvested Rights will vest in the proportion that the elapsed portion of the measurement period bears to the full measurement period. The Board, in its discretion, may determine that none, some or all of the remaining unvested Rights also vest. Any Rights that remain unvested following exercise of the Board's discretion will lapse.

Plan Limit The number of Rights which may be issued under the LTVR Plan will not exceed [10,091,700] Rights (being the maximum number of Rights set out in this Notice) within the three year period following approval of this resolution.

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

The Board (with Melinda McGrath abstaining) unanimously recommends Shareholders vote in favour of Resolution 5.

GLOSSARY

AGM or **Annual General Meeting** means the annual general meeting convened by this Notice.

AGM Online Platform means the online platform used to hold the AGM, accessible at <https://agmlive.link/acl2021>

Annual Report means the annual report of ACL for the year ended 30 June 2021.

Associate has the meaning given to it in the Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.

Auditor's Report means the auditor's report for the Company for the year ended 30 June 2021 as contained in the Annual Report.

Board means the board of Directors.

Chair means the person appointed to chair the Company's meeting. The Company intends to appoint Mr Michael Alscher, the Company's current non-executive chair, to act as chair at this meeting, with the exception of Resolution 2 which will be chaired by Mr Mark Haberlin, the Chair of the Audit Committee

Closely Related Party has the meaning given to that term in section 9 of the Corporations Act.

Company or **ACL** means Australian Clinical Labs Limited (ACN 645 711 128).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company and **Director** means any one of them.

Directors' Report means the directors' report for the Company for the year ended 30 June 2021 as contained in the Annual Report.

LTVR Plan or **Plan** means the Company's long-term variable remuneration plan.

Glossary means this glossary.

KMP means persons having authority and responsibility for planning, directing and controlling

the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) who are identified in the Remuneration Report.

Listing Rule or **ASX Listing Rule** means the official listing rules of ASX.

Notice or **Notice of Meeting** means this notice of annual general meeting.

Participant means a participant in the LTVR Plan.

Performance Right means a performance right to acquire a fully paid ordinary Share under the terms of the LTVR Plan if the applicable performance conditions are satisfied (or otherwise waived in accordance with the LTVR Plan).

Remuneration Report means the remuneration report for the Company for the year ended 30 June 2021 as contained in the Annual Report.

Resolution means a resolution set out in this Notice.

Rights means a Performance Right and/or a share appreciation right issued under the LTVR Plan, as the context requires.

Share means a fully paid ordinary share of the Company.

Share Price means, in relation to the LTVR Plan, the volume weighted average share price at which the Company's shares were traded on the ASX over the 10 trading days prior to the date for which the calculation is made.

Shareholder means a holder of at least one Share.

CrescentCapitalPartners

Crescent Capital Partners Management Pty Limited
ABN 18 108 571 820

Level 29, Governor Phillip Tower, 1 Farrer Place
Sydney NSW 2000

T 61 2 9220 8100 F 61 2 9220 8199

E mail@crescentcap.com.au

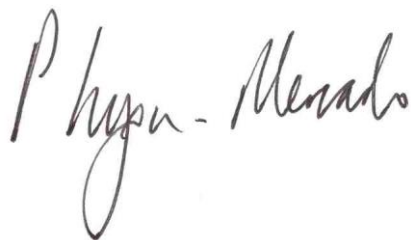
www.crescentcap.com.au

9 September 2021

To: The Board of Directors
1868 Dandenong Road
CLAYTON VIC 3168

Dear Directors

As a shareholder of Australian Clinical Labs Limited (**ACL**), we hereby nominate Pitcher Partners for appointment as auditor of ACL at the 2021 Annual General Meeting, to be held on 27 October 2021.

A handwritten signature in dark ink, appearing to read 'Peter Lyon-Mercado', written in a cursive style.

Yours sincerely

Peter Lyon-Mercado
Partner, Crescent Capital Partners

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Australian Clinical Labs Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND*
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
*subject to any COVID-19 public health orders and restrictions

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Australian Clinical Labs Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairperson of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairperson of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Wednesday, 27 October 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/ACL2021> (refer to details in the Notice of Meeting).

Important for Resolution 1: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairperson of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

For Against Abstain*

1 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of LTVR Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Mr Michael Alscher as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Mr Nathaniel Thomson as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Appointment of Pitcher Partners as auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

<input type="text"/>

<input type="text"/>

<input type="text"/>

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ACL PRX2101N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRPERSON OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairperson of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairperson of the Meeting will be voted in favour of each Resolution set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate or attend the Meeting virtually and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

APPOINTMENT OF CORPORATE REPRESENTATIVE FORM

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 25 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Australian Clinical Labs Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* in business hours (Monday to Friday, 9:00am–5:00pm) and subject to public health orders and restrictions

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



BY MAIL

Australian Clinical Labs Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
*subject to any COVID-19 public health orders and restrictions



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X999999999999

Please use this form to submit any questions about Australian Clinical Labs Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEDT) on Wednesday, 20 October 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

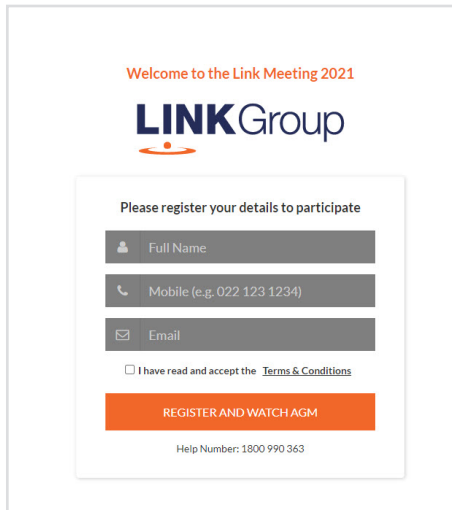
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/ACL2021>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

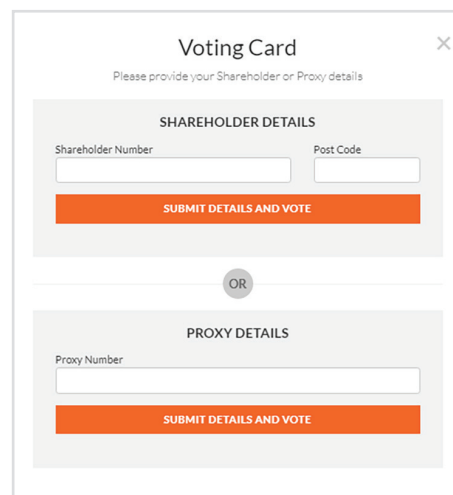
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

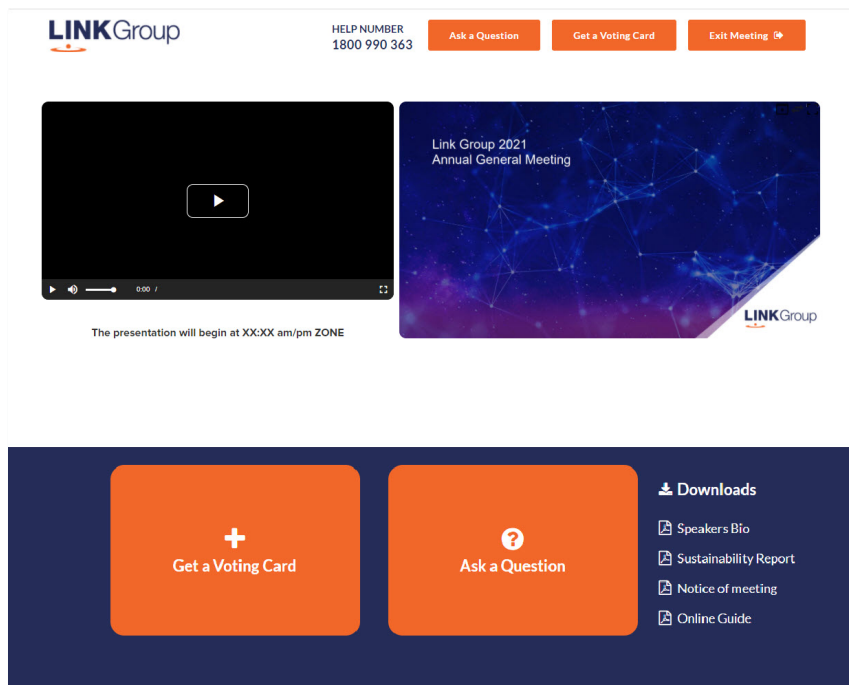


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

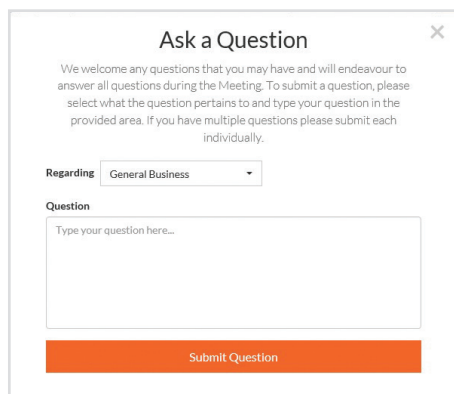
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web form titled "Ask a Question" with a close button (X) in the top right corner. The form contains a welcome message: "We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this is a "Regarding" section with a dropdown menu currently set to "General Business". Underneath is a "Question" section with a text input field containing the placeholder "Type your question here...". At the bottom of the form is an orange button labeled "Submit Question".

In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a "View Questions" box. At the top, it says "View Questions" and "Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM." Below this is a question card for "When will the next AGM be held?". The card shows it was "Asked regarding General Business", "Asked at: 7:18AM", and "Updated: 7:18AM". There is a small comment icon (speech bubble with a plus) on the right. Below the question card is a grey button labeled "OPEN COMMENTS". At the bottom of the box is an orange button labeled "SUBMIT ANOTHER QUESTION".

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 10:00am on 25 October 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 718 543
International Number: +61 2 9189 2005

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad if you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Lodging Your Vote

Voting will be conducted at the conclusion of the Meeting, using your key pad. The moderator will provide instructions on how to vote.

Step 1

The moderator will read out the resolution and provide the following instructions:

To vote FOR, press *3. To vote AGAINST, press *4 To ABSTAIN, press *5

You will be asked to vote immediately.

If you haven't lodged your vote within 10 seconds, the moderator will let you know you have not voted and you will be asked to submit your vote as voting will be closing imminently.

Once voting has closed for the first resolution, the moderator will announce that voting on that resolution is now closed. This process will be repeated for each resolution (if applicable).

Step 2

The moderator will announce that voting has closed and will advise where results will be available.

Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au